

P99 0000 56208

ARNSTEIN & LEHR

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FOUNDED 1893

RUTH E. McMAHON
BOARD CERTIFIED
The Florida Bar
WILLS, TRUSTS & ESTATES

E-Mail: REM@arnstein.com

BOCA RATON, FLORIDA

CHICAGO, ILLINOIS

HOFFMAN ESTATES, ILLINOIS

MILWAUKEE, WISCONSIN

June 17, 1999
BY FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-06/18/99--01081--012
*****78.75 *****78.75

RE: Professional & Business Associates, Inc.

Dear Sir or Madam:

We represent the above-mentioned corporation. Enclosed please find the original and one copy of the Articles of Incorporation with registered Agent designation and acceptance for the corporation. I have enclosed our check in the amount of \$78.75 which represents the following:

Filing Fee	35.00
Registered Agent Designation	35.00
Certificate of Good Standing Fee	8.75

Please return all documents to my attention using the enclosed Federal Express Airbill.

Should you have any questions, please contact the undersigned at the above number.
Thank you for your attention to this matter.

Very truly yours,

ARNSTEIN & LEHR



(Ms.) Ruth E. McMahon

REM:m
enclosures
cc: Heidi Sherman

71892

FILED
99 JUN 18 AM 9:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROOK JUN 22 1999

**ARTICLES OF INCORPORATION
OF
PROFESSIONAL & BUSINESS ASSOCIATES, INC.**

FILED
99 JUN 18 AM 9:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THESE ARTICLES OF INCORPORATION are signed by the incorporator for the purposes of forming a profit corporation pursuant to the provisions of Florida Statutes Chapter 607, as amended, as follows:

ARTICLE I

The name of the corporation is PROFESSIONAL & BUSINESS ASSOCIATES, INC.

ARTICLE II

The purpose for which the corporation is formed is to consult with individuals, organizations and institutions of higher learning, to participate in orientation programs for incoming students, to provide programs for the Ethics components of their curriculum, to assist in developing on site opportunities for students to observe and participate in businesses which embody ideals of ethics, values, integrity and excellence, and to engage in any activity within the purposes for which corporations may be formed.

ARTICLE III

The street address of the principal office of the corporation is 6205 Wood Lake Road, Jupiter, FL 33458.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other

PROFESSIONAL & BUSINESS ASSOCIATES, INC.
ARTICLES OF INCORPORATION

in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 6205 Wood Lake Road, Jupiter, FL 33458 and the initial registered agent for the Corporation at that address is R. Scott Sherman.

ARTICLE VI

The name and address of the incorporator are as follows

Heidi Sherman
6205 Wood Lake Road
Jupiter, FL 33458

ARTICLE VII

The initial board of directors shall consist of two members. The name and address of the person who will serve on the initial board of directors are:

NAME	ADDRESS
Heidi Sherman	6205 Wood Lake Road Jupiter, FL 33458
R. Scott Sherman	6205 Wood Lake Road Jupiter, FL 33458

ARTICLE VIII

The duration of the corporation is perpetual.

PROFESSIONAL & BUSINESS ASSOCIATES, INC.
ARTICLES OF INCORPORATION

ARTICLE IX

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of June, 1999


HEIDI SHERMAN

PROFESSIONAL & BUSINESS ASSOCIATES, INC.
ARTICLES OF INCORPORATION

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PROFESSIONAL & BUSINESS ASSOCIATES, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


R. Scott Sherman
6205 Wood Lake Road
Jupiter, FL 33458

Date: June 17, 1999

71882/June 16, 1999

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99 JUN 18 AM 9:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA